

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT)	
CORPORATION and LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	
Plaintiffs,)	
)	
v.)	C.A. No. 04-1494 (JJF)
)	
NORTHWESTERN CORPORATION,)	
)	
Defendant.)	
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MAGTEN ASSET MANAGEMENT CORP.,)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 05-499 (JJF)
)	
MIKE J. HANSON and ERNIE J. KINDT,)	
)	
Defendants.)	

(PROPOSED) ORDER

AND NOW upon the Joint Motion of Defendants NorthWestern Corporation (“NorthWestern”), Michael J. Hanson and Ernie J. Kindt (collectively the “Defendants”) for the entry of a Protective Order, pursuant to the Fed. R. Civ. P. 26(c) and Local Rule 30.2;

IT IS HEREBY ORDERED THAT:

1. Plaintiffs shall take the depositions of the Defendants, and any other directors, officers or employees of NorthWestern, only in Sioux Falls, South Dakota; and
2. Neither the Defendants nor any director, officer or employee of NorthWestern shall be required to be deposed on more than one day.

SO ORDERED this _____ day of _____, 2007.

Honorable Joseph J. Farnan, Jr.
U.S.D.J.